

EXHIBIT D

TOMASZEWSKI AGREEMENT

October 26, 2010

Glen Tomaszewski
VP, Controller
Borders Group, Inc.
100 Phoenix Dr
Ann Arbor, Mi 48105

Dear Glen:

This will confirm our agreement regarding your employment with the arrival of Scott Henry, EVP, Chief Financial Officer.

Reporting Relationships

- Your new title will be Vice President, Chief Accounting Officer
- You will report to Scott Henry, EVP, CFO
- Reporting to you will be the accounting and control, accounts payable and treasury Directors

Compensation:

- Your bi-weekly salary will remain as \$9615.38 which annualized is \$250,000.
- Additionally, you will receive a special bonus of \$100,000 as long as you remain in your position until at least February 18, 2011
- You will also be given an additional option grant of 10,000 shares.

Other

- We agree to forgive the educational loan of \$30,000 due in 2010

Glen, thank you for accepting this important interim role. You made the transition seamless.

Sincerely

A handwritten signature in black ink, appearing to read "Mike Edwards", with a stylized flourish at the end.

Mike Edwards
CEO

Cc: Scott Henry